

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:
	:
<b>LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i>,</b>	:
	:
<b>Debtors.</b>	:
	:
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**Chapter 11 Case No.**  
**08-13555 (JMP)**  
**(Jointly Administered)**

**ORDER GRANTING MOTION OF CERTAIN  
DEBTORS PURSUANT TO SECTIONS 105(a) AND  
363(b) OF THE BANKRUPTCY CODE FOR AUTHORIZATION  
TO ENGAGE STONE & YOUNGBERG AS INVESTMENT ADVISOR**

Upon the motion, dated April 21, 2010 (the “Motion”),<sup>1</sup> of Lehman Brothers Holdings Inc. (“LBHI”) and certain of its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “Investing Debtors”),<sup>2</sup> pursuant to sections 105(a) and 363(b) of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) for authorization and approval of, among other things, the Investing Debtors’ retention of Stone & Youngberg LLC (“S&Y”) as investment advisor, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief

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<sup>1</sup> Capitalized terms that are used but not defined in this Order have the meanings ascribed to them in the Motion.

<sup>2</sup> The Investing Debtors are: LBHI; Lehman Brothers Special Financing Inc.; Lehman Brothers Commercial Paper Inc.; Lehman Brothers Commodity Services Inc.; Lehman Brothers Commercial Corporation; Lehman Brother OTC Derivatives Inc.; Lehman Brothers Financial Products Inc.; and Lehman Brothers Derivatives Products Inc.

requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided in accordance with the procedures set forth in the amended order entered February 13, 2009 governing case management and administrative procedures [Docket No. 2837] to (i) the United States Trustee for the Southern District of New York; (ii) the attorneys for the Official Committee of Unsecured Creditors; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; and (vi) S&Y, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Investing Debtors, their estates and creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, the Investing Debtors are authorized to engage S&Y as investment advisor on the terms and conditions set forth in the Program Services Agreement attached to the Motion as Exhibit A; and it is further

ORDERED that the Investing Debtors are authorized to permit S&Y to select and engage, at its own expense, one or more Independent Contractors pursuant to the terms and conditions of the Program Services Agreement without further order of this Court; and it is further

ORDERED that the terms of the Program Services Agreement, including, without limitation, the fee provisions and the indemnification provisions, are reasonable and are approved; and it is further

ORDERED that the terms of the Program Services Agreement, including, without limitation, the termination provision, may be implemented in accordance with the terms thereof without further order of the Court; and it is further

ORDERED that the Investing Debtors are authorized to take all further actions that may be necessary or required for the Investing Debtors' entry into and performance of the Program Services Agreement; and it is further

ORDERED that the Investing Debtors are authorized to pay S&Y in such amounts and at such times as is provided in the Program Services Agreement without further order of this Court and S&Y shall not be required to file fee applications with the Court; and it is further

ORDERED that pursuant to Bankruptcy Rule 6004(h), this Order shall be effective immediately upon entry; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation and/or interpretation of this Order.

Dated: New York, New York  
May 13, 2010

s/ James M. Peck  
UNITED STATES BANKRUPTCY JUDGE